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CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST

ACCRUAL BASIS

**CASE NUMBER: 08-35653** 

JUDGE: KEVIN R. HUENNEKENS

#### EASTERN DISTRICT OF VIRGINIA

#### RICHMOND DIVISION

### MONTHLY OPERATING REPORT

QUARTER: JULY 1, 2011 TO SEPTEMBER 30, 2011

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING MONTHLY OPERATING REPORT (ACCRUAL BASIS-1 THROUGH ACCRUAL BASIS-7) AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE. DECLARATION OF THE PREPARER (OTHER THAN RESPONSIBLE PARTY): IS BASED ON ALL INFORMATION OF WHICH PREPARER HAS ANY KNOWLEDGE.

### RESPONSIBLE PARTY: SENIOR TRUST MANAGER /s/ CATHERINE W. BRADSHAW TITLE ORIGINAL SIGNATURE OF RESPONSIBLE PARTY **DECEMBER 15, 2011** CATHERINE W. BRADSHAW DATE PRINTED NAME OF RESPONSIBLE PARTY PREPARER: REPORTING, HR & LANDLORD CLAIMS MGR /s/ ANN P. PIETRANTONI TITLE ORIGINAL SIGNATURE OF PREPARER DECEMBER 15, 2011 ANN P. PIETRANTONI DATE PRINTED NAME OF PREPARER

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CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST

ACCRUAL BASIS-1

673,501

CASE NUMBER: 08-35653

## **BALANCE SHEET**

UNAL	DI	TED
UNAL	ועו	IED

(amo

TOTAL LIABILITIES

ounts in thousands)	
	9/30/2011
ASSETS	
ASSETS	
Cash and cash equivalents	410,731
Receivables, net	262,770
TOTAL ASSETS	673,501
a ·	
LIABILITIES AND STOCKHOLDERS' EQUITY	
LIABILITIES	
Claims	1,889,306
Accrued payroll taxes	183
Accrued trust expenses	2,709
TOTAL LIABILITIES	1,892,198
Liabilities in excess of assets	(1,218,697)

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST	ACCRUAL BASIS-2
CASE NUMBER: 08-35653	

## INCOME STATEMENT

UNAUDITED

(Amounts in thousands)

7/1/2011 - 9/30/2011
(4,503)
77
78,394
73,968
15
73,983

CASE NAME: CIRCUIT CITY STORES, INC. LIQU ACCRUAL BASIS-2

CASE NUMBER: 08-35653

## **INCOME STATEMENT**

UNAUDITED

(Amounts in thousands)

	11/1/2010 - 9/30/2011
Operating expenses	(22,695)
Interest income	299
Net gain from settlements and Court orders	194,253
Income before income taxes	171,857
Income tax benefit	220
Net income	172,077

CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST

ACCRUAL BASIS-3

CASE NUMBER: 08-35653

## CASH RECEIPTS AND DISBURSEMENTS

(amounts in thousands)

	7/1/20	11 - 9/30/2011
Cash flows from operations		
Cash contribution to the Trust	S	5
Cash receipts		24,164
Cash payments for professional fees		(3,065)
Cash payments for claims		(13,638)
Other operating cash payments		(2,196)
Net cash provided by operating activities	\$	5,265
A.		
Increase in cash and cash equivalents	\$	5,265
Cash and cash equivalents at beginning of period		405,466
Cash and cash equivalents at end of period	S	410,731

# CASH RECEIPTS AND DISBURSEMENTS

(amounts in thousands)

	11/1/20	10 - 9/30/2011
Cash flows from operations:		
Cash contribution to the Trust	S	469,381
Cash receipts		51,731
Cash payments for professional fees		(14,821)
Cash payments for claims		(88,433)
Other operating cash payments		(7,127)
*Net cash provided by operating activities	\$	410,731
Increase in cash and cash equivalents	s	410,731
Cash and cash equivalents at beginning of period		0
Cash and cash equivalents at end of period	S	410,731

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CASE NAME: CIRCUIT CITY STORES, INC. LINCOLDATINGUITE PAGECRICAL LASIS-4

CASE NUMBER: 08-35653

	SCHEDULE	Q	UARTER	QUARTER	QUARTER
ACCOUNTS RECEIVABLE AGING	AMOUNT	9	/30/2011	6/30/2011	3/31/2011
1. 0-30			5,541,370	10,202,033	2,006,894
2. 31-60			-	-	-
3. 61-90			-		-
4. 91+			570,026,610	657,376,537	 733,713,038
5. TOTAL ACCOUNTS RECEIVABLE		\$	575,567,980	\$ 667,578,570	\$ 735,719,932
6. AMOUNT CONSIDERED UNCOLLECTIBLE			312,797,604	376,955,315	416,859,314
7 ACCOUNTS RECEIVABLE (NET)		S	262,770,376	\$ 290,623,255	\$ 318,860,618

AGING OF POSTPETITION T	AXES A	AND PAYABL	ES			QUAR	ΓER:	7/1/20	011 - 9/30/2011	
TAXES PAYABLE		0-30 DAYS		31-60 DAYS	-	61-90 DAYS			91+ DAYS	TOTAL
I. FEDERAL	\$	162,072	\$		-	\$	-	\$	-	\$ 162,072
2. STATE		21,044			•		-			21,044
3. LOCAL		-			-		-		-	-
4. OTHER		<del>.</del>			-		-		-	-
5. TOTAL TAXES PAYABLE	\$	183,116	\$		-	\$	-	\$		\$ 183,116
6. CLAIMS	\$	_	\$		-	\$ 	-	\$	1,889,306,450	\$ 1,889,306,450
ACCRUED TRUST EXPENSES	\$	2,708,466	\$		-	\$		\$	-	\$ 2,708,466

STATUS OF POSTPETITION TAXES	QUARTER: 7/1/2011 - 9/30/2011								
		BEGINNING TAX	1000	AMOUNT THHELD AND/		AMOUNT		ENDING TAX	
FEDERAL		LIABILITY*	OR ACCRUED		PAID		LIABILITY		
1. WITHHOLDING**	\$	49,900	\$	141,555	\$	(80,325)	5	111,130	
2. FICA-EMPLOYEE**		9,969		23,421	_	(11,845)		21,545 29,397	
3. FICA-EMPLOYER**		13,497	-	30,566		(14,666)	_	29,397	
4. UNEMPLOYMENT 5. INCOME									
6. OTHER (ATTACH LIST)		-		-		-			
7. TOTAL FEDERAL TAXES	\$	73,366	\$	195,542	\$	(106,836)	\$	162,072	
STATE AND LOCAL & OTHER									
8. WITHHOLDING	S	10,708	\$	32,281	\$	(21,945)	\$	21,044	
9. SALES		-		15.					
10. EXCISE		-		-				-	
11. UNEMPLOYMENT		-		-		•		-	
12. REAL PROPERTY						-			
13. PERSONAL PROPERTY								-	
14. OTHER		*						-	
15. TOTAL STATE & LOCAL & OTHER	\$	10,708	\$	32,281	\$	(21,945)	\$	21,044	
16. TOTAL TAXES	\$	84,074	\$	227,823	\$	(128,781)	\$	183,116	

<sup>\*</sup> The beginning tax liability should represent the liability from the prior month or, if this is the first operating report, the amount should be zero.

<sup>\*\*</sup> Attach photocopies of IRS Form 6123 or your FTD coupon and payment receipt to verify payment or deposit.

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CASE NAME: CIRCUIT CITY STORES, INC. LIQUIDATING TRUST
SE NUMBER: 08-35653

ACCRUAL BASIS-5

The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax accounts, as well as all savings and investment accounts, money market accounts, certificates of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

QUARTER: 7/1/2011 - 9/30/2011

BA	NK RECONCILIATIONS				
	16	Account #1	Account #2	Account #3	
A.	BANK:	see APPENDIX B			
B.	ACCOUNT NUMBER:				TOTAL
C.	PURPOSE (TYPE):				
1.	BALANCE PER BANK STATEMENT				
2.	ADD: TOTAL DEPOSITS NOT CREDITED				
3.	SUBTRACT: OUTSTANDING CHECKS				 
4.	OTHER RECONCILING ITEMS				
5	MONTH END BALANCE PER BOOKS				\$ 410,730,809
	NUMBER OF LAST CHECK WRITTEN				

INVESTMENT ACCOUNTS				
BANK, ACCOUNT NAME & NUMBER	DATE OF PURCHASE	TYPE OF INSTRUMENT	PURCHASE PRICE	CURRENT VALUE
7.				
8.				
9.				-
10. 11. TOTAL INVESTMENTS			\$ -	\$ -

CA	SH .	
12.	CURRENCY ON HAND	\$ -
13.	TOTAL CASH - END OF MONTH	\$ 410,730,809

Account Name	Bank Acet #	Debtor	Pescription	Bank Balance	G/L Balance	As of Date	Reconciled as of 9/30/11
Washavia Ciencis City Main Dichurcanant	2000045277427	Circuit City Stores Inc	Funding Account	1,480	1,480	9/30/2011	7
Wachovia Circuit City Main Disoussement	88001883706	Circuit City Stores Inc	Funding Account	2,637	2,637	9/30/2011	٨
Juniust Concentration	887401511	Circuit City Stores Inc Liquidating Trust	Pavroll Account	1,932	1,932	9/30/2011	٨
ID Morean Trust Operating Reserve MM	887401537	Circuit City Stores Inc Liquidating Trust	Money Market Account	34,852,234	34,852,234	9/30/2011	7
D Morean Trust Operating Reserve CK	887401529	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	2,443,029	161,866,1	9/30/2011	<b>&gt;</b>
IP Morean Trust Professional Fees Reserve MM	887401552	Circuit City Stores, Inc. Liquidating Trust	Money Market Account	5,002,174	5,002,174	9/30/2011	٨
IP Morean Trust Professional Fees Reserve CK	887401545	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	•		9/30/2011	٨
IP Morean Trust Administrative Claims Reserve MM	887401578	Circuit City Stores, Inc. Liquidating Trust	Money Market Account	179,748,023	179,748,023	9/30/2011	>
IP Morean Trust Administrative Claims Reserve CK	887401560	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	7,136,027	6,079,679	9/30/2011	>
JP Morean Trust Priority Tax Claims Reserve MM	887401594	Circuit City Stores, Inc. Liquidating Trust	Money Market Account	27,377,810	27,377,810	9/30/2011	Y
IP Morean Trust Priority Tax Claims Reserve CK	887401586	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	291,282	44,916	9/30/2011	Y
IP Morean Trust Misc. Secured Claims Reserve MM	887401610	Circuit City Stores, Inc. Liquidating Trust	Money Market Account	4,593,112	4,593,112	9/30/2011	٨
IP Morean Trust Misc. Secured Claims Reserve CK	887401602	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	189,477	18,572	9/30/2011	٨
IP Morean Trust Non-tay Priority Claims Reserve MM	887401636	Circuit City Stores, Inc. Liquidating Trust	Money Market Account	17,141,027	17,141,027	9/30/2011	٨
IP Morean Trust Non-tax Priority Claims Reserve CK	887401628	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	10,951	973	9/30/2011	Y
JP Morgan Trust Investment Reserve MM	887401651	Circuit City Stores, Inc. Liquidating Trust	Money Market Account	113,845,795	113,845,795	9/30/2011	٨
JP Morgan Trust Investment Reserve CK	887401644	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	•	į	9/30/2011	Y
JP Morgan Trust Disputed Unsecured Claims Reserve MM	887401677	Circuit City Stores, Inc. Liquidating Trust	Money Market Account		,	9/30/2011	Y
IP Morean Trust Dismuted Unsecured Claims Reserve CK	887401669	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	•		9/30/2011	Y
IP Morean Trust Richmond Onerating	887401685	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	23,050	18,790	9/30/2011	Υ
Private Bank of California Investment Reserve CK	11021904	Circuit City Stores, Inc. Liquidating Trust	Disbursement Account	18,003,464	18,003,464	9/30/2011	Υ
Private Bank of California Investment Reserve CD	N/A	Circuit City Stores, Inc. Liquidating Trust	Certificate of Deposit	2,000,000	2,000,000	9/30/2011	Υ

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CASE	NAME: CIRCUIT CITY STORES, II	NC. LIQUIDATING TRUST
CASE	NUMBER: 08-35653	

ACCRUAL BASIS-6

QUARTER: 7/1/2011 - 9/30/2011

### PAYMENTS TO INSIDERS AND PROFESSIONALS

OF THE TOTAL DISBURSEMENTS SHOWN FOR THE MONTH, LIST THE AMOUNT PAID TO INSIDERS (AS DEFINED IN SECTION 101 (31) (A)-(F) OF THE U.S. BANKRUPTCY CODE) AND TO PROFESSIONALS. ALSO, FOR PAYMENTS TO INSIDERS, IDENTIFY THE TYPE OF COMPENSATION PAID (e.g. SALARY, BONUS, COMMISSIONS, INSURANCE, HOUSING ALLOWANCE, TRAVEL, CAR ALLOWANCE, ETC.). ATTACH ADDITIONAL SHEETS IF NECESSARY.

NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
•			

. PROFESSIONALS						
NAME**	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID	
Akerman Senterfitt LLP			\$ 131,085	\$ 277,083	\$ 26,990	
Alfred H. Siegel, Liquidating Trustee			97,493	387,382	42,637	
Arsene Taxand			-	60,845	-	
Bates White LLC			270,879	270,879	57,870	
Crowe Horwath LLP			566,047	1,508,275	134,623	
David Grossman			636	636	-	
Ernst & Young LLP				28,095	-	
FTI Consulting, Inc.			-	188,320	-	
Gowling Lafleur Henderson LLP			-	135,279		
). Kelley Drye & Warren LLP			286,207	1,291,276	381,429	
I. KPMG LLP			35,000	44,070		
Kurtzman Carson Consultants LLC			-	1,243,464	505,228	
3. McDermott Will & Emery LLP			97,281	114,884	-	
McGuire Woods, LLP			47,772	194,795	18,032	
5. Pachulski, Stang, Ziehl & Jones			1,181,669	7,369,103	1,136,739	
PricewaterhouseCoopers LLP			-	279,065	18,170	
7. Protiviti			-	145,996	-	
8. Ridberg Aronson LLC			4,341	4,341	3,320	
9. Skadden, Arps, Slate, Meagher & Flom, LLP			-	483,074	-	
Sullivan & Worcester LLP			1,921	9,280	-	
Susman Godfrey LLP			7,339	20,801	-	
2. Tavenner & Beran, PLC			320,500	690,950	346,357	
US Bankruptcy Trustee			16,900	68,350	35,125	
4. WilmerHale				4,582	-	
TOTAL PAYMENTS TO PROFESSIONALS			\$ 3,065,070	\$ 14,820,825	\$ 2,706,520	

<sup>\*</sup> INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

## POSTPETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

NAME OF CREDITOR	SCHEDULED QUARTERLY PAYMENTS DUE		AMOUNTS PAID DURING QUARTER		TOTAL UNPAID POSTPETI	TION
I. Leases	\$	23,848	S	23,848	\$	(2)
2.						
3.						
4.						
5.						
6. TOTAL	S	23,848	\$	23,848	S	(2)

<sup>(1)</sup> Other than salary, fees and benefit payments made in the ordinary course of business and reimbursements for business expenses, no payments have been made to insiders during the reporting period.

<sup>\*\*</sup> REVISED TO INCLUDE ADDITIONAL PROFESSIONALS

<sup>(2)</sup> The post-petition amounts due under rejected store leases are now included in administrative claims on the balance sheet.

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CASE NAME CIRCUIT CITY STORES, INC. LIQUIDATING TRUST
CASE NUMBER: 08-35653

ACCRUAL BASIS-7

QUARTER. 7/1/2011 - 9/30/2011

QI	UESTIONNAIRE		
-		YES	NO
1.	HAVE ANY ASSETS BEEN SOLD OR TRANSFERRED OUTSIDE THE NORMAL COURSE OF BUSINESS THIS REPORTING PERIOD?		X
2.	HAVE ANY FUNDS BEEN DISBURSED FROM ANY ACCOUNT OTHER THAN A DEBTOR IN POSSESSION ACCOUNT?	X	
3.	ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES, OR LOANS) DUE FROM RELATED PARTIES?		X
4	HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS REPORTING PERIOD?	X	
5.	HAVE ANY POSTPETITION LOANS BEEN RECEIVED BY THE DEBTOR FROM ANY PARTY?		x
6	ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?		X
7.	ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?		X
8	ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?	X	
9.	ARE ANY OTHER POSTPETITION TAXES PAST DUE?	X	
10.	ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?	X	
11.	HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?	X	
12.	ARE ANY WAGE PAYMENTS PAST DUE?		X

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "YES," PROVIDE A DETAILED EXPLANATION OF EACH ITEM. ATTACH ADDITIONAL SHEETS IF NECESSARY.

- 2. As of 11/1/2010, the liquidating plan of the debtors became effective. As such, the bank accounts are no longer DIP accounts
- Pursuant to Court orders and settlement agreements, payments have been made on prepetition liabilities during the quarter ended 9/30/2011
- 8 Certain real estate taxes were passed through to the debtors from the landlords. A portion of these real estate taxes is past due.
- 9. Certain business license taxes that covered both prepetition and postpetition periods were due on or before 9/30/2011 but were not paid
- 10 The rent for some store leases owed for the period 11/10/2008 through 11/30/2008 is past due; these payments are being held pursuant to a Court order. In addition, due to the liquidation proceedings, the Trust is currently reconciling amounts due to post-petition creditors, which has slowed creditor payments.
- 11. Certain property taxes that covered both prepetition and postpetition periods were paid during the quarter ended 9/30/2011

NSURANCE		
	YES	NO
ARE WORKER'S COMPENSATION, GENERAL LIABILITY AND OTHER		
NECESSARY INSURANCE COVERAGES IN EFFECT?	X	
ARE ALL PREMIUM PAYMENTS PAID CURRENT?	X	
PLEASE ITEMIZE POLICIES BELOW		

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO," OR IF ANY POLICIES HAVE BEEN CANCELLED OR NOT RENEWED DURING THIS REPORTING PERIOD, PROVIDE AN EXPLANATION BELOW. ATTACH ADDITIONAL SHEETS IF NECESSARY.

	INSTALLMENT PAYMENTS		
TYPE OF POLICY	CARRIER	PERIOD COVERED	PAYMENT AMOUNT & FREQUENCY
Workers' Compensation & Employer's Liability	ACE American Insurance Company	4/1/11 - 4/1/12	\$4,761 paid at inception
General Liability and Non-owned Auto Liability	First Specialty Insurance Corporation	4/1/11 - 4/1/12	\$25,570 paid at inception
Excess Liability	RSUI Indemnity Company	4/1/11 - 4/1/12	\$31,000 paid at inception
Crime/Fidelity	Starr Indemnity and Liability Company	12/1/10 - 12/1/11	\$35,000 paid at inception
D&O Liability/Errors & Omissions	Indian Harbor Insurance Company	11/1/10 - 11/1/11	\$77,438 paid on 12/17/10
D&O Liability/Errors & Omissions	Columbia Casualty Company	11/1/10 - 11/1/11	\$65,047 paid on 12/17/10
D&O Liability/Errors & Omissions	American International Specialty Lines Insurance Company	11/1/10 - 11/1/11	\$56,788 paid on 12/17/10
D&O Liability/Errors & Omissions	Continental Casualty Company	11/1/10 - 11/1/11	\$40,000 paid on 12/17/10
D&O Liability/Errors & Omissions	AmWINS Group, Inc.	11/1/10 - 11/1/11	\$35,105 paid on 12/17/10
D&O Liability/Errors & Omissions	Lloyd's of London	11/1/10 - 11/1/11	\$26,406 paid on 12/17/10
D&O Liability/Errors & Omissions	" AmWINS Group, Inc.	11/1/10 - 11/1/11	\$16,500 paid on 12/17/10
Runoff D&O - Primary	Chartis	11/1/10 - 11/1/16	\$114,726 paid at inception
Rupoff D&O - Layer 1	Starr Indemnity and Liability Company	11/1/10 - 11/1/16	\$63,342 paid at inception
Runoff D&O - Layer 2	CNA	11/1/10 - 11/1/16	\$55,000 paid at inception
Runoff D&O - Layer 3	Valiant Insurance Group	11/1/10 - 11/1/16	\$45,900 paid at inception
Runoff D&O - Layer 4	Starr Indemnity and Liability Company	11/1/10 - 11/1/16	\$22,950 paid at inception
Runoff D&O - Layer 5	Chartis	11/1/10 - 11/1/16	\$22,945 paid at inception
Runoff D&O - Primary	CNA	12/1/08 - 12/1/14	\$1,177,500 paid at inception
Runoff D&O - Layer I	Chubb Group	12/1/08 - 12/1/14	\$487,500 paid at inception
Runoff D&O - Layer 2 (Year 1)	Great American Insurance Group	12/1/08 - 12/1/14	\$240,000 paid at inception
Runoff D&O - Layer 2 (Years 2 - 6)	Axis Insurance	12/1/08 - 12/1/14	\$240,000 paid at inception
Runoff D&O - Layer 3	Travelers	12/1/08 - 12/1/14	\$822,000 paid at inception
Runoff D&O - Layer 4	Axis Insurance	12/1/08 - 12/1/14	\$698,700 paid at inception
Runoff D&O - Layer 5	RSUI Group, Inc.	12/1/08 - 12/1/14	\$589,050 paid at inception
Runoff D&O - Layer 6	Arch Insurance Group	12/1/08 - 12/1/14	\$540,000 paid at inception
Runoff D&O - Layer 7 (Side A DIC)	XL Insurance	12/1/08 - 12/1/14	\$1,275,000 paid at inception
Runoff D&O - Layer 8	Chubb Group	12/1/08 - 12/1/14	\$375,000 paid at inception
Property - All Risk	Sentinel Insurance Co., Ltd.	8/15/11 - 8/15/12	\$954 paid at inception